

EXHIBIT A

Simon Mortimore QC

QC 1991, Called to the Bar 1972

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Simon specialises in domestic and cross-border restructuring and insolvency, banking and finance and company law, particularly offshore. As a QC for more than 25 years he has appeared in numerous reported cases, including cases in the House of Lords/Supreme Court. He has also appeared in the courts of Bermuda, the BVI and the Cayman Islands.

Recent work has included advising on the resolution of a multi-billion dollar sovereign debt default, acting for Lloyds Bank on the Angel and Angelic property group administrations, acting for the creditor in contested winding-up proceedings in the BVI, and advising in relation to the SAB Miller takeover.

He has provided expert evidence on English or BVI law for courts in New York, Canada, Germany, Hong Kong, Netherlands, South Korea and other jurisdictions. He has advised on proceedings in the Bahamas, the Channel Islands, Hong Kong, Malaysia, Singapore and the Turks and Caicos Islands.

He is consultant editor of and contributor to *Mortimore: Company Directors: Duties, Liabilities and Remedies* (OUP, 2nd edition, 2013; 3rd edition to be published 2017).

AREAS OF PRACTICE

Insolvency and Restructuring

Recent UK insolvency and restructuring work includes European restructuring (*Cory Environmental and Apcoa*), the property sector (*Angel Group, Opal and social housing*), shipping (*OW Bunkers*), the retail sector (*BHS, HMV, Peacocks, Zavvi*), the energy sector (*Petroplus*) as well as *European Directories, Lehman*, Icelandic banks, *MG Rover* and giving expert evidence in New York for the *Truvo* restructuring.

Recent cases include:

- **Re Angel Group Ltd** [2016] BPIR 260, moving from administration to liquidation
- **Re Apcoa Parking** [2014] 2 BCLC 285, [2014] EWHC, 1867 (Ch), restructuring following change of law and jurisdiction from Germany to England
- **Kemsley v Barclays Bank** [2013] BPIR 839, anti-suit injunction application
- **Re European Directories** [2012] BCC 46, pre-pack administration, change of COMI
- **Re Kaupthing Singer & Friedlander** [2009] 2 BCLC 137, set off in administration
- **Sunberry Properties v Innovate Logistics** [2009] 1 BCLC 145 (CA), landlord refused permission to bring injunction proceedings which would harm administration realisations
- **Re HIH Casualty and General Insurance** [2008] 1 WLR 852 (HL), remission of assets by English liquidators to Australian liquidators

Banking and Finance

Regularly instructed to advise on the interpretation of complex financing documents.

Recent cases include:

- **Deutsche Trustee v Fleet Street Finance Three** [2011] EWHC 2117 (Ch), interpretation of conditions of commercial mortgage backed notes
- **Re Sigma Finance** [2010] 1 All ER 571 (SC), interpretation of creditors' rights in trust deed issued by structured investment vehicle
- **Re Cheyne Finance (No 1 and 2)** [2008] 1 BCLC 732, 741, interpretation of creditors' rights in trust deed issued by structured investment vehicle; cash flow insolvency test

International and Offshore

Recent restructuring and insolvency work includes *Arcapita* and *Fletcher* in the Cayman Islands and contested winding-up proceedings and *Pioneer* in the BVI.

Often asked to advise on company law issues in Guernsey, Jersey, Hong Kong, the BVI and Cayman Islands.

Other offshore company work includes:

- **Integrated Whale Media Investment v Highlander Investments Inc**, BVI 2015/0017, application to set aside statutory demand, forum issues
- **Jackson v Dear**, 26 March 2013 (Guernsey Royal Court), advising company on derivative and unfair prejudice claims, which were struck out; the court holding that Guernsey applies the English common law of derivative claims and follows *Prudential Assurance v Newman Industries*
- **Jackson v Dear** 6 March 2013 (Guernsey Royal Court), injunction to restrain company from participating in derivative and unfair prejudice claim refused
- **Hague v Nam Tai Electronics** [2007] 2 BCLC 194 (PC), invalid redemption of BVI company shares charged to bank

Other

Other notable cases include:

- **RAB Capital v Lehman Brothers International** [2008] BCC 915, application for information about assets held for a counter-party
- **Re T&N (No 2)** [2006] 1 WLR 1792, proper law of foreign tort claims in English liquidation
- **Re T&N** [2006] 1 WLR 1728, whether potential asbestos-related tort claims could participate in a scheme or could be proved in winding-up
- **Geveran Trading v Skjevesland** [2003] 1 WLR 912 (CA), circumstances in which an advocate may be restrained from acting
- **Qayoumi v Oakhouse Property Holdings** [2003] 1 BCLC 352, order for claimant to be indemnified by company for costs of a derivative claim did not give a lien on its assets
- **Arthur D Little v Ableco Finance** [2003] Ch 217, charge on shares in subsidiary subject to fixed not floating charge
- **Re Barings (No 7)** [2002] 1 BCLC 410, sanction for liquidators to compromise claim against auditors
- **Re Barings (No 6)** [2001] 2 BCLC 159, court would not direct liquidators to convene meeting of creditors to consider their removal where that was not in the interest of creditors
- **Omega Group Holdings v Kozeny** [2002] CLC 132, anti-suit injunction to restrain examination of witnesses under US

section 1782

- **Re Richbell Information Services** [2000] 2 BCLC 778, special circumstances for winding up overseas company in spite of genuine cross-claim
- **Triffit Nurseries v Salads Etcetera** [2000] 1 BCLC 761 (CA), bank's charge on agent's debts prevailed over principal's proprietary claim after termination of agency and ceasing to trade
- **Glencore International AG v Metro Trading International** [1999] 2 Lloyd's Rep 632, cross-border issues about proprietary claims to oil
- **Re Cosslett Contractors** [1998] Ch 495 (CA), plant could be used to complete a contract even though the security was an unregistered floating charge
- **Re Business City Express** [1997] 2 BCLC 510, order under section 426 Insolvency Act giving effect to an Irish arrangement for creditors
- **Re Bank of Credit and Commerce (No 10)** [1997] Ch 213, cross-border insolvency set-off issues
- **Re Leeds United Holdings** [1996] 2 BCLC 545, unfair prejudice petition struck out where complaint was about sale of shares not management of the company
- **MacMillan v Bishopsgate Investment Trust (No 3)** [1996] 1 WLR 387 (CA), priorities of interests in shares determined by law of place of incorporation
- **Re ILG** [1995] 2 BCLC 128, whether monies collected by travel agents held on trust; set-off issues
- **Re Butlers Wharf** [1995] 2 BCLC 43, subrogation rights on payment of guarantee of part of a debt
- **Re Kentish Homes** [1993] BCLC 1375, whether post-liquidation rates could be recovered from LPA receivers or as an expense of liquidation
- **Re Portbase (Clothing)** [1993] Ch 388, fixed charge contractually postponed to a floating charge was subject to liquidation expenses
- **Denney v John Hudson & Co** [1992] BCLC 901 (CA), principles on which court will validate payments under section 127 Insolvency Act

AWARDS AND RECOMMENDATIONS

Consistently ranked as a Leading Silk in insolvency and restructuring in Chambers & Partners and Legal 500.

Chambers &
Partners

"Has an impressive restructuring and insolvency practice, with a particular emphasis on directors' duties. Commentators draw attention to his broad expertise, which covers areas such as contested winding-up and complex liquidation proceedings."

Strengths: "He is outstanding" "The absolute authority on points of contract law"

Legal 500

"An experienced advocate and powerful ally to have on your side"

CAREER

1991 Called to the Bar of British Virgin Islands

1991 Appointed Queen's Counsel

1972 Called to the Bar of England and Wales

Admitted to the Bars of Bermuda and the Cayman Islands for specific cases.

APPOINTMENTS

1997- Member, Court of Appeal Panel of Mediators, Accredited CEDR Mediator
2003-2007 Member, ACCA Disciplinary Panel
2005 Chairman Insolvency Practitioners Association Appeal Tribunal
1987-1999 Deputy Bankruptcy Registrar

PUBLICATIONS

Editor of and contributor to *Mortimore: Company Directors: Duties, Liabilities and Remedies* (OUP, 2009; second edition 2013)
Contributor to *Insolvency of Banks: Managing the Risks* (FT Law & Tax, 1996)

EDUCATION AND QUALIFICATIONS

1971 Exeter University, LLB

EXHIBIT B

Defendant Institutions	Adv. Pro. No.
HSBC Institutional Trust Services (Asia) Limited	10-03619
Robinson & Co.	10-03628
Murdoch & Co.	10-03628
HSBC Private Banking Nominee 1 (Jersey), n/k/a Republic Nominees Limited	10-03629
HSBC Securities Services (Luxembourg) SA	10-03630
HSBC Private Bank (C.I.) Limited	10-03631
HSBC Private Bank (Guernsey) Ltd., n/k/a HSBC Private Bank (C.I.) Limited	10-03631
Republic Nominees Limited	10-03631
HSBC Private Bank (Suisse) S.A.	10-03633
HSBC Bank USA, N.A.	10-03634
Banco Nominees (IOM) Limited, n/k/a Banco Nominees 2 (Guernsey) Limited	10-04097
FS/HSBC Guyerzeller Zurich, n/k/a HSBC Trust Company AG	11-01594
HSBC Securities (Panama) SA	12-01270
HSBC International Trustee Limited	12-01290
HSBC Bank Bermuda Limited	12-01556
Somers Nominees (Far East) Limited	12-01556
Credit Agricole (Suisse) SA a/k/a Banque Du Credit Agricole (Suisse) SA	11-01244
BNYM SA/NV f/k/a ABN Amro Mellon Global Security Services B.V.	10-04100
BNY AIS Nominees, Ltd	11-01589
BNY Mellon International Bank Ltd. f/k/a PFPC International Bank Ltd., PNC International Bank Limited and PFPC Bank Ltd.	11-01604
BNP Paribas (Suisse) SA	10-03635
BNP Paribas (Suisse) SA Ex Fortis	10-03635
BNP Paribas (Suisse) SA Private	10-03635
BNP Paribas (Suisse) SA	10-03636
BNP Paribas (Suisse) SA Ex Fortis	10-03636
BNP Paribas (Suisse) SA Private	10-03636
BNP Paribas Arbitrage SNC	10-04098
BNP Paribas Private Bank and Trust Cayman Ltd	10-04099
Fortis Banque Luxembourg	11-01242
BNP Paribas Securities Services Nominees Ltd.	11-01579
BNP Paribas Fortis	11-01617
BNP Paribas España	12-01551
Citibank (Switzerland) AG a/k/a Citibank (Switzerland) Zurich	10-03640
Citibank NA London	10-03622
Citibank (Switzerland) Zurich	10-03634
Citivic Nominees Limited	10-03634

Citivic Nominees Limited	10-04100
Citigroup Global Markets Limited	11-02770
Cititrust Bahamas Limited	12-01298